



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

9-125A029

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

(817) 878-2385
Docket No. BN 1948

FEDERAL EXPRESS

May 4, 1989

RECORDATION NO

FILED 1425

MAY 5 1989 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Document for Recordation: Satisfaction and Bill of Sale
to Burlington Northern Inc. (now Burlington Northern
Railroad Company) Equipment Trust of 1972, Series 1

Dear Ms. Lee:

I am enclosing six counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Satisfaction and Bill of Sale, dated April 25, 1989, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1972, Series 1, dated as of June 1, 1972, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Satisfaction and Bill of Sale is connected, was recorded with the Interstate Commerce Commission on May 8, 1972, and assigned Recordation No. 6588.

The names and addresses of the parties to the transaction are:

Trustee: Citibank, N.A.
Five Hanover Square
New York, New York 10043

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Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

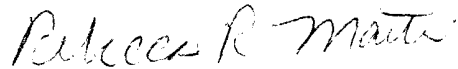
A general description of the equipment covered by the enclosed Satisfaction and Bill of Sale is shown on Exhibit A of said document.

A fee of \$13.00 is enclosed for recording the Satisfaction and Bill of Sale. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Satisfaction and Bill of Sale, dated April 25, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1972, Series 1 (ICC Recordation No. 6588, May 8, 1972), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/ta,31

Enclosures

RECORDATION NO. 6588 FILED 1423
MAY 5 1989 - 3/1/89
INTERSTATE COMMERCE COMMISSION

Executed in 9 Counterparts
of which this is No. 7

SATISFACTION AND BILL OF SALE

WHEREAS, by a certain Equipment Trust Agreement, dated as of June 1, 1972, executed by Citibank, N.A. (formerly Morgan Guaranty Trust Company of New York, as Trustee, hereinafter referred to as the "Trustee," and Burlington Northern Inc. (now Burlington Northern Railroad Company), hereinafter referred to as the "Railroad," there was established "Burlington Northern Inc. Equipment Trust of 1972, Series 1," hereinafter referred to as the "Agreement"; and

WHEREAS, by the terms of Article IV of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto, hereinafter referred to as the "Equipment"; and

WHEREAS, the Agreement was filed on May 8, 1972, as No. 6588 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented from time to time, with the last supplement being dated November 7, 1985, which was filed with the Interstate Commerce Commission on January 13, 1986, and assigned Recordation No. 6588-H; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full and (b) sell, assign, and transfer to the Railroad all its title and property interest in the Equipment described in Exhibit A, free of all liens and encumbrances created or retained by the Agreement.

This Satisfaction and Bill of Sale is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Citibank, N.A., the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 25th day of April, 1989.

CITIBANK, N.A.

By: S. D. Mineo
S. D. MINEO
ASSISTANT VICE PRESIDENT

ATTEST:

Lorraine Moran
LORRAINE MORAN
Trust Officer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.

On this 25th day of April, 1989, before me
personally appeared S.D. MINEO, to me
personally known, who, being by me duly sworn, says that he/~~she~~
is a ASSISTANT VICE PRESIDENT of Citibank, N.A., that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors, and
he/~~she~~ acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Robert F. Frier
Notary Public
ROBERT F. FRIER
Notary Public, State of New York
ID. 31-4768905
Qualified in New York County
Commission Expires Jan. 31, 1991

My Commission Expires:

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
57	100-Ton Bulkhead Flatcars	629437-629453, 629455-629470, 629472-629485, 629487-629496
245	100-Ton Open Top Hopper Cars	521300-521304, 521306, 521307, 521309-521311, 521313-521320, 521323-521325, 521327, 521328, 521330-521332, 521335, 521336, 521338-521349, 521352-521358, 521360, 521362, 521364-521368, 521370-521376, 521378-521385, 521387, 521389, 521390, 521392-521395, 521397-521400, 521403- 521413, 521415-521418, 521420, 521423-521425, 521428-521431, 521433, 521434, 521436-521439, 521441, 521443, 521445, 521447-521449, 521451-521454, 521457, 521459-521465, 521467-521470, 521473-521478, 521480-521485, 521487-521489, 521491, 521493, 521495-521501, 521503-521539, 521542-521544, 521546-521549, 521551-521561, 521563, 521564, 521566-521570, 521572-521599
10	2,000 H.P. GP-38 Locomotives	2078-2087
16	Open Top Hopper Cars	531761-531766 (formerly 525761-525766), 531770-531779 (formerly 525770-525779)
7	Airslide Covered Hopper Cars	410365-410371
1	100-Ton Covered Hopper Car	447574
2	Cabooses	12306, 12307
1	Mobile Living Quarter Unit	968758 (formerly 12325)
1	Double Hopper Car	953896